

**P95000055297**

**ROBERT W. BROWNING JR., P.A.**

ATTORNEY & COUNSELOR AT LAW

SUITE 755

1800 SECOND STREET

SARASOTA, FLORIDA 34230

TEL (813) 305-0503

FAX (813) 306-5347

July 11, 1995

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

000001537310  
-07/13/95--01082--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Contemporary Nutrition, Inc.

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees. Would you please file the Articles and return to me a date stamped copy of the Articles in the enclosed self-addressed stamped envelope.

Thank you in advance for your assistance.

Very truly yours,



Robert W. Browning, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL 13 AM 9:53

**FILED**

SN  
7/18/95

**ARTICLES OF INCORPORATION  
OF  
CONTEMPORARY NUTRITION, INC.**

**FILED**  
95 JUL 13 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE. NAME**

The name of the corporation is CONTEMPORARY NUTRITION, INC.

**ARTICLE TWO. PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE. POWERS**

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE FOUR. CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

**ARTICLE FIVE. PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 1800 Second St., Suite 900, Sarasota, Fl. 34236.

**ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

**ARTICLE SEVEN. DIRECTORS AND OFFICERS**

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

**ARTICLE EIGHT. INCORPORATOR**

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney  
1800 Second St., Suite 755  
Sarasota, Fl. 34236

**ARTICLE NINE. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

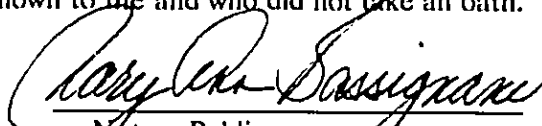
The undersigned Incorporator has executed these Articles of Incorporation this 11th day of June, 1995.



ROBERT W. BROWNING, JR.

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of June, 1995, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.

  
Notary Public

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
CONTEMPORARY NUTRITION, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: July 11, 1995



ROBERT W. BROWNING, JR.

FILED  
95 JUL 13 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000055297

ROBERT W. BROWNING JR., P.A.

ATTORNEY & COUNSELOR AT LAW

SUITE 755

1100 SECOND STREET

SARASOTA, FLORIDA 34238

PH. (941) 365-6503

FAX (941) 366-5347

April 4, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Fl. 32399

200001773782  
-04/09/96--01078--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: Contemporary Nutrition, Inc.

Gentlemen:

Enclosed please find an original and 1 copy of Articles of Amendment for the above corporation changing its name and address. I have enclosed a check in the amount of \$35.00 to cover the filing fees.

Would you please stamp and return the copy to me in the enclosed envelope following approval.

Very truly yours,

*Robert W. Browning, Jr.*  
Robert W. Browning, Jr.

*Amend re*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR -8 PM 3: 37

APR 10 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR -8 PM 3: 37

CONTEMPORARY NUTRITION, INC.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE ONE. NAME

The name of the corporation is PREFERRED RESORT MANAGEMENT, INC.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1999 Lincoln Avenue, Suite 202, Sarasota, FL 34236

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 4/4/96

**FOURTH:** Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

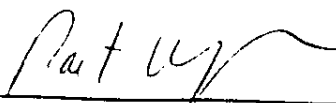
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 4th day of April, 19 96.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERT W. BROWNING, JR.

Typed or printed name

INCORPORATOR

Title

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 DEC -9 AM 8:09

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DOCUMENT # **P95000055297**

1 Corporation Name  
**PREFERRED RESORT MANAGEMENT, INC.**

Principal Place of Business	Mailing Address
1999 LINCOLN AVENUE SUITE 202 SARASOTA FL 34236	1999 LINCOLN AVENUE SUITE 202 SARASOTA FL 34236



REINSTATEMENT

9600

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, If Applicable <b>345 OCEAN DR.</b>		3. New Mailing Office Address, If Applicable <b>345 OCEAN DR.</b>		4. Date Incorporated or Qualified To Do Business in Florida <b>07/13/1995</b>	
Suite, Apt. #, etc. <b>1004</b>		Suite, Apt. #, etc. <b>1004</b>		5. FEI Number <b>65-0689118</b>	
City & State <b>MIAMI BEACH, FLA.</b>		City & State <b>MIAMI BCH, FLA.</b>		Applied For Not Applicable	
Zip <b>33139</b>		Zip <b>33139</b>		6. CERTIFICATE OF STATUS DESIRED <input checked="" type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status	
Country <b>USA</b>		Country <b>USA</b>			

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)			
1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
PRES V-P	PAUL SEGUIN	345 OCEAN #1004	Mia Beach, Fla 33139
TREAS	PAUL SEGUIN	345 OCEAN #1004	Mia Beach, Fla 33139
Sec.	Marlene Jenkins	7027 12th East	Sarasota, Fla 34243
			100002025421--4 -12/11796--01011--003 ****383.75 ****383.75

8. Name and Address of Current Registered Agent <b>BROWNING, ROBERT W JR 1800 2ND ST., STE 755 SARASOTA FL 34236</b>		9. Name and Address of New Registered Agent Name <b>PAUL SEGUIN</b> Street Address (P.O. Box Number is Not Acceptable) <b>345 OCEAN DR</b> Suite, Apt. #, Etc. <b>#1004</b> City <b>Miami Beach</b> State <b>FL</b> Zip Code <b>33139</b>	
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10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  
Signature of Registered Agent: Paul Seguin PAUL SEGUIN Date: Dec 5/1996  
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No  (See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: Paul Seguin PAUL SEGUIN Date: Dec 5/96 3055346188  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E040 (7/96)